

KLEINBERG, KAPLAN, WOLFF &
COHEN, P.C.
Matthew J. Gold
Robert M. Tuchman
500 Fifth Avenue
New York, New York 10110
Tel: (212) 986-6000

Counsel to the State of Washington

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	Chapter 11
	:	
PURDUE PHARMA L.P., <i>et al.</i>,	:	Case No. 19-23649 (SHL)
	:	(Jointly Administered)
Debtors.	:	
	:	
-----	X	

**TWELFTH MONTHLY FEE STATEMENT OF
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C. AS COUNSEL TO
THE STATE OF WASHINGTON FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

Name of Applicant:	Kleinberg, Kaplan, Wolff & Cohen, P.C.
Provided Professional Services to:	The State of Washington
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	March 10, 2022 [Docket No. 4503]
Period for which compensation and reimbursement are sought:	January 1, 2023 through January 31, 2023
Amount of Compensation sought as actual, reasonable, and necessary:	\$48,950.27*
Current Fee Request	\$39,160.22 (80% of \$48,950.27)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$42.51
Amount of Compensation and Expenses sought as allowed under the Interim Compensation Order	\$39,202.73
Total Fees and Expenses Inclusive of Holdback	\$48,992.78
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

Pursuant to the *Order Pursuant to 11 U.S.C. §§ 105 and 363(b) Authorizing and Approving Settlement Term Sheet* [Docket No. 4503] (the “Term Sheet Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the “Interim Compensation Order”), Kleinberg, Kaplan, Wolff & Cohen, P.C. (“Kleinberg Kaplan”), counsel to the State of Washington in the above-captioned case, and in a related adversary proceeding and appeals, hereby submits this Twelfth Monthly Fee Statement (the “Fee Statement”) for the period of January 1, 2023 through and including January 31, 2023 (the “Statement Period”).

*This amount reflects a statement credit of \$72.23.

Itemization of Services Rendered and Disbursements Incurred

Annexed hereto as **Exhibit A** is a chart of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Statement Period, with respect to each of the billing categories. As reflected in Exhibit A, Kleinberg Kaplan incurred \$49,022.50 in fees during the Statement Period, against which Kleinberg Kaplan applied a credit of \$72.23. Pursuant to this Fee Statement, Kleinberg Kaplan seeks reimbursement for 80% of such net amount of fees, totaling \$39,160.22.

Annexed hereto as **Exhibit B** is a chart of Kleinberg Kaplan's professionals and paraprofessionals, including standard hourly rate for each attorney and paraprofessional who rendered services to the State of Washington and others listed above in connection with these Chapter 11 cases during the Statement Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. A copy of the computer-generated time entries of Kleinberg Kaplan reflecting all time recorded, organized in the billing categories requested by the State of Washington is attached hereto as **Exhibit D**.

Annexed hereto as **Exhibit C** is a chart of necessary and out-of-pocket expenses incurred by Kleinberg Kaplan in the amount of \$42.51 in connection with providing professional services prior to and during the Statement Period and a copy of the computer-generated list of expenses.

Notice

Kleinberg Kaplan will provide notice of the Fee Statement in accordance with the Interim Compensation Order.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Fee Statement, serve via email, to Kleinberg Kaplan and to the notice parties designated in the Interim Compensation Order, a written notice setting forth the precise nature of the objection and the amount at issue.

If an objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Kleinberg Kaplan an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue; it shall not be sufficient to simply object to all fees and expenses.

Dated: February 28, 2023

Respectfully submitted,

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

By: /s/ Matthew J. Gold

Matthew J. Gold
Robert M. Tuchman

500 Fifth Avenue
New York, New York 10110
Tel: (212) 986-6000
Fax: (212) 986-8866
E-mail: mgold@kkwc.com
rtuchman@kkwc.com

Attorneys for the State of Washington

EXHIBIT A

SERVICES RENDERED BY

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

COMMENCING JANUARY 1, 2023 THROUGH JANUARY 31, 2023

Summary of Fees Task Code

Billing Category	Total Hours	Total Fees
001 Purdue Pharma	30.1	\$37,354.00
004 Injunction Adversary Proceeding	.9	\$1,020.50
005 Fee Applications	13.2	\$10,648.00
Subtotal	44.2	\$49,022.50
Credit		(\$72.23)
Net total		\$48,950.27
20% Fee Holdback		\$9,790.05
80% of Net Fees		\$39,160.22
Plus Expenses		\$42.51
Requested Amount		\$39,202.73

EXHIBIT B

SERVICES RENDERED BY

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

COMMENCING JANUARY 1, 2023 THROUGH JANUARY 31, 2023

Summary of Hours and Fees by Professional

Name of Professional	Position/Year Admitted to Practice/Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Matthew J. Gold	Partner 1983 Bankruptcy	\$1,250	33.2	\$41,500.00
Robert L. Berman	Partner 1978 Securities and Corporate Finance	\$1,280	4.9	\$6,272.00
Ellie Taylor	Paralegal Litigation & Risk Management	\$205	6.1	\$1,250.50
Total Fees Requested				\$49,022.50

EXHIBIT C

**ACTUAL AND NECESSARY COSTS INCURRED BY
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.**

COMMENCING JANUARY 1, 2023 THROUGH JANUARY 31, 2023

EXPENSE	AMOUNT
Court Fees	\$10.20
Meals	\$32.31
Total Expenses	\$42.51

Client: State of Washington
Matter: Fee applications

Invoice Date: February 17, 2023
Invoice Number: 117554
Matter Number: 7263-0005

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
01/23/2023	Pacer Service Center - Inv#3974096-Q42022-1/4/23 10/1/22-12/31/22-4th Qtr 2022	1.00	10.20
01/31/2023	American Express - October 2022 - pd.11/14/22 ck#85980	1.00	32.31
Total			\$42.51

EXHIBIT D

Time Entries for Each Professional by Task Code (Invoices)

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: February 17, 2023
Invoice Number: 117537
Matter Number: 7263-0001

Client: State of Washington
Matter: Purdue Pharma

For professional services rendered through January 31, 2023

Currency: USD

Fees 37,354.00

Costs (72.23)

Total Amount Due \$37,281.77

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
-------------------------	--	---

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: February 17, 2023
Invoice Number: 117537
Matter Number: 7263-0001

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/03/2023	Matthew J. Gold	Conferring with J. Rupert regarding Intercreditor Agreement	0.20	1,250.00	250.00
01/03/2023	Robert Berman	Reviewing emails related to draft email and intercreditor agreement	0.10	1,280.00	128.00
01/04/2023	Matthew J. Gold	Conferring regarding Intercreditor Agreement; exchanging emails with States' representatives regarding same	0.90	1,250.00	1,125.00
01/04/2023	Robert Berman	Reviewing emails regarding email to Davis Polk and intercreditor agreement	0.40	1,280.00	512.00
01/05/2023	Matthew J. Gold	Reviewing presentation draft of Intercreditor Agreement; preparing email to Davis Polk regarding same	1.40	1,250.00	1,750.00
01/05/2023	Robert Berman	Reviewing email to Davis Polk	0.10	1,280.00	128.00
01/06/2023	Matthew J. Gold	Revising outline of Intercreditor Agreement issues	1.20	1,250.00	1,500.00
01/09/2023	Matthew J. Gold	Revising outline of Intercreditor Agreement issues	0.40	1,250.00	500.00
01/10/2023	Matthew J. Gold	Revising outline of Intercreditor Agreement issues	0.80	1,250.00	1,000.00
01/11/2023	Matthew J. Gold	Revising outline of Intercreditor Agreement issues	0.60	1,250.00	750.00
01/12/2023	Matthew J. Gold	Conferring regarding case status; reviewing J. Rupert email regarding Canadian entities; revising outline	0.50	1,250.00	625.00
01/13/2023	Matthew J. Gold	Revising outline regarding Intercreditor Agreement and strategy	1.20	1,250.00	1,500.00
01/18/2023	Matthew J. Gold	Revising outline regarding Intercreditor Agreement and strategy	0.80	1,250.00	1,000.00
01/23/2023	Ellie Taylor	Confirming attorney registration for omnibus hearing on 1/24	0.10	205.00	20.50

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: February 17, 2023
Invoice Number: 117537
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/24/2023	Matthew J. Gold	Attending omnibus hearing; exchanging emails with I. Goldman regarding same; preparing notes regarding same; exchanging emails with J. Weiner regarding Intercreditor Agreement	3.20	1,250.00	4,000.00
01/24/2023	Ellie Taylor	Completing attorney registration for omnibus hearings; recording hearing registration in internal records	0.30	205.00	61.50
01/24/2023	Robert Berman	Conferring regarding Davis Polk and next steps; reviewing email to Davis Polk and email from J. Weiner and conferring regarding same	1.50	1,280.00	1,920.00
01/25/2023	Matthew J. Gold	Exchanging emails with J. Rupert regarding omnibus hearing and Intercreditor Agreement; conferring regarding Intercreditor Agreement; revising outline regarding same	2.40	1,250.00	3,000.00
01/26/2023	Matthew J. Gold	Exchanging emails with J. Rupert regarding omnibus hearing and Intercreditor Agreement; revising outline regarding Intercreditor Agreement	2.70	1,250.00	3,375.00
01/27/2023	Matthew J. Gold	Conferring with J. Rupert regarding omnibus hearing and Intercreditor Agreement; revising outline regarding Intercreditor Agreement	2.80	1,250.00	3,500.00
01/27/2023	Robert Berman	Conferring regarding email from J. Weiner and next steps; reviewing emails to and from I. Goldman about next steps	1.20	1,280.00	1,536.00
01/28/2023	Robert Berman	Reviewing email from O. Lefkon regarding status	0.10	1,280.00	128.00
01/30/2023	Matthew J. Gold	Conferring with I. Goldman regarding email exchange concerning Intercreditor Agreement; revising outline regarding Intercreditor Agreement	2.30	1,250.00	2,875.00

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: February 17, 2023
Invoice Number: 117537
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/30/2023	Robert Berman	Conference call with I. Goldman regarding next steps and email from J. Weiner; preparation; reviewing response to O. Lefkon and conferring same	1.50	1,280.00	1,920.00
01/31/2023	Matthew J. Gold	Revising outline regarding Intercreditor Agreement	3.40	1,250.00	4,250.00
Total			30.10		\$37,354.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	0.40	205.00	82.00
Matthew J. Gold	24.80	1,250.00	31,000.00
Robert Berman	4.90	1,280.00	6,272.00
Total	30.10		\$37,354.00

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
05/30/2022	American Express - Jan 2022 - pd.12/30/21 ck#84603	1.00	(72.23)
Total			(\$72.23)

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: February 17, 2023
Invoice Number: 117538
Matter Number: 7263-0004

Client: State of Washington
Matter: Injunction adversary proceeding

For professional services rendered through January 31, 2023

Currency: USD

Fees 1,020.50

Total Amount Due	\$1,020.50
-------------------------	-------------------

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
-------------------------	--	--

Client: State of Washington
Matter: Injunction adversary proceeding

Invoice Date: February 17, 2023
Invoice Number: 117538
Matter Number: 7263-0004

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/18/2023	Ellie Taylor	Retrieving requested docket entries	0.10	205.00	20.50
01/19/2023	Matthew J. Gold	Reviewing Purdue reply to Canadian objection; revising outline regarding same	0.80	1,250.00	1,000.00
Total			0.90		\$1,020.50

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	0.10	205.00	20.50
Matthew J. Gold	0.80	1,250.00	1,000.00
Total	0.90		\$1,020.50

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: February 17, 2023
Invoice Number: 117554
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications

For professional services rendered through January 31, 2023

Currency: USD

Fees 10,648.00

Costs 42.51

Total Amount Due \$10,690.51

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
-------------------------	--	---

Client: State of Washington
Matter: Fee applications

Invoice Date: February 17, 2023
Invoice Number: 117554
Matter Number: 7263-0005

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/03/2023	Matthew J. Gold	Reviewing draft monthly statement; conferring regarding same; conferring with J. Rupert regarding reimbursement	2.10	1,250.00	2,625.00
01/03/2023	Ellie Taylor	Completing edits on Tenth Monthly Fee Statement	0.50	205.00	102.50
01/04/2023	Matthew J. Gold	Conferring and exchanging emails regarding monthly statement and report for fee examiner	0.80	1,250.00	1,000.00
01/04/2023	Ellie Taylor	Finalizing and filing Tenth Monthly Fee Statement; serving Tenth Monthly Fee Statement; preparing affirmation regarding service of Tenth Monthly Fee Statement; filing affirmation	1.20	205.00	246.00
01/05/2023	Matthew J. Gold	Exchanging emails regarding report for fee examiner	0.80	1,250.00	1,000.00
01/05/2023	Ellie Taylor	Adjusting data from accounting to conform with previous spreadsheet sent to fee examiner; preparing communication with fee examiner and transmitting spreadsheet and Tenth Monthly Fee Statement	0.80	205.00	164.00
01/13/2023	Matthew J. Gold	Reviewing time records for reimbursement	0.60	1,250.00	750.00
01/17/2023	Matthew J. Gold	Conducting further review of time records for reimbursement; conferring regarding same	0.20	1,250.00	250.00
01/18/2023	Ellie Taylor	Reviewing fee examiner request and referring request to accounting department	0.10	205.00	20.50
01/19/2023	Ellie Taylor	Preparing draft email regarding passage of objection deadline	0.20	205.00	41.00
01/19/2023	Matthew J. Gold	Exchanging emails regarding reimbursement; preparing notification email to C. MacDonald regarding same	1.40	1,250.00	1,750.00
01/24/2023	Ellie Taylor	Reviewing accounting materials for response to fee examiner request; circulating materials for fee examiner	0.40	205.00	82.00

Client: State of Washington
Matter: Fee applications

Invoice Date: February 17, 2023
Invoice Number: 117554
Matter Number: 7263-0005

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/30/2023	Matthew J. Gold	Reviewing draft of monthly fee statement; exchanging emails regarding same	0.90	1,250.00	1,125.00
01/30/2023	Ellie Taylor	Drafting Eleventh Monthly Fee Statement	1.00	205.00	205.00
01/31/2023	Matthew J. Gold	Reviewing revised draft of monthly fee statement; exchanging emails regarding same	0.80	1,250.00	1,000.00
01/31/2023	Ellie Taylor	Completing edits and re-compiling Eleventh Monthly Fee Statement (.4); conferring regarding edits (.2); filing and serving Eleventh Monthly Fee Statement (.2); preparing declaration regarding service of Eleventh Monthly Fee Statement (.2); editing and filing the same (.3); conferring regarding preparations for fee examiner (.1)	1.40	205.00	287.00
Total			13.20		\$10,648.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	5.60	205.00	1,148.00
Matthew J. Gold	7.60	1,250.00	9,500.00
Total	13.20		\$10,648.00

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
01/23/2023	Pacer Service Center - Inv#3974096-Q42022-1/4/23 10/1/22-12/31/22-4th Qtr 2022	1.00	10.20
01/31/2023	American Express - October 2022 - pd.11/14/22 ck#85980	1.00	32.31
Total			\$42.51